

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.



COFCO LAND HOLDINGS LIMITED

中糧置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 207)

ANNOUNCEMENT VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE JOY CITY PROJECTS

Financial Advisers to the Company

**Goldman
Sachs**

 **BOC INTERNATIONAL**

HSBC 

PROPOSED ACQUISITION OF THE JOY CITY PROJECTS

The board of directors of the Company are pleased to announce that, on 12 September 2014, the Company entered into the Acquisition Agreement with COFCO Land, Sheen Jade and Magic Grain, pursuant to which the Company as the purchaser has conditionally agreed to purchase, and each of COFCO Land and Sheen Jade as the seller has conditionally agreed to sell, the respective Target Companies and the Shareholder Loans. The Target Group is primarily engaged in the development, operation, sale, leasing and management of mixed-use complexes under the flagship brand “Joy City (大悦城)”, which has a portfolio of six mixed-use complex property projects located in Beijing, Shanghai, Tianjin, Yantai and Shenyang in the PRC. It also has a commercial property project in Beijing and holds non-controlling interests in two property projects in Beijing and Shanghai.

The Consideration shall be HK\$12,459,785,372, which shall be satisfied by cash payment by the Company to the Sellers (or such other recipient(s) as may be nominated and directed by the Sellers) on Completion.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios of the Acquisition exceed 100%, the Acquisition constitutes a very substantial acquisition of the Company under Chapter 14 of the Listing Rules and is subject to the approval of the Shareholders at the SGM.

Achieve Bloom is a connected person of the Company by virtue of it being a controlling shareholder of the Company. Each of Sheen Jade, COFCO Land and Magic Grain is an associate of Achieve Bloom and therefore a connected person of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the approval of the Shareholders at the SGM.

FUNDING AND FINANCING ARRANGEMENTS

Subject to the market conditions, the Company plans to conduct a series of external fund raising and financing arrangements, including the Placing(s), debt financings and/or other equity financings, for the settlement of the Consideration. Subject to market conditions, the Company intends to conduct the Placing(s) to issue and allot new Shares to professional and institutional investors, and to apply the proceeds from the Placing(s) for the full or partial settlement of the Consideration. The Placing(s), if materialised, is expected to complete simultaneously with the Completion.

The Company currently plans to settle the entire Consideration with the proceeds from the fund raising and financing arrangements to be conducted after the signing of the Acquisition Agreement. In the event that the net proceeds from the above fund raising and financing arrangements are less than the Consideration, but the Company nevertheless decides to proceed with the Completion, the Company plans to satisfy the remaining balance of the Consideration by the then internal resources available to the Group.

CIRCULAR AND SGM

The Company expects that a circular containing, among other things, (i) further details of the Acquisition and the Acquisition Agreement; (ii) the recommendation of the Independent Board Committee to the Shareholders; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders; and (iv) a notice of the SGM, will be despatched to the Shareholders more than 15 business days after the date of this announcement because of the complexity of the Acquisition and the Target Companies involved which require more time to prepare the Circular. The Company will make a further announcement for the expected date of despatch of the Circular. The Shareholders and potential investors should refer to the Circular for further details of the Acquisition and the transactions contemplated under the Acquisition Agreement and the time, venue and the proposed resolutions to be passed at the SGM.

WARNING

The Acquisition is subject to a number of conditions including approvals by the Shareholders at the SGM, which may or may not be fulfilled. In the event that any of the conditions to the Completion is not fulfilled, the Acquisition Agreement will not become unconditional and the Acquisition will not proceed. The terms and conditions of the Placing(s) have not yet been finalised and the Placing(s) may or may not proceed subject to the then market conditions.

SHAREHOLDERS OF THE COMPANY AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN THEY DEAL OR CONTEMPLATE DEALING IN THE SHARES OR OTHER SECURITIES (IF ANY) OF THE COMPANY.

BACKGROUND

Pursuant to a deed of non-competition dated 29 November 2013, COFCO Corporation has granted the Company the Call Options to acquire the Joy City Projects or the respective companies holding such Joy City Projects. The term of the Call Options is eight years from the completion date of the Company's acquisition of the commercial property portfolio from COFCO Group as disclosed in the 2013 Circular. Further details of the Call Options and the Joy City Projects subject to the Call Options are set out in the section headed "Relationship with Controlling Shareholders" in the 2013 Circular.

At the time of the acquisition of the commercial property portfolio by the Company from COFCO Group as set out in the 2013 Circular, the Joy City Projects were excluded from the assets acquired by the Company as such acquisition would require

consents and approvals from the relevant PRC governmental authorities, the review process of which could be long and uncertain. Furthermore, the Company decided that it was not in its interest to acquire certain of the Joy City Projects as they were under the process of upgrading and internal advancement at the relevant time.

The Company has decided to exercise the Call Options to acquire the Joy City Projects, as it was advised by its PRC legal advisers that, based on the current structure of the Acquisition, it does not require any consent and approval from the relevant PRC governmental authorities to complete the Acquisition. Having regard to the recent market conditions, the business and financial conditions, operational results and prospects of the Joy City Projects, the Company also considers that it is an appropriate time to acquire the Joy City Projects. In connection with the exercise of the Call Options, the Company (as the purchaser) and the relevant members of the COFCO Group holding such Joy City Projects (as the sellers) entered into the Acquisition Agreement for the proposed acquisition of the Joy City Projects by the Company.

THE ACQUISITION AGREEMENT

Date

12 September 2014

Parties

- (1) The Company (as the purchaser);
- (2) COFCO Land and Sheen Jade (as the sellers); and
- (3) COFCO Land and Magic Grain (as the warrantors).

COFCO Land and Magic Grain (the warrantors) are the direct shareholders and beneficial owners of the relevant Target Companies subject to the Acquisition as at the date of the Acquisition Agreement. Magic Grain has undertaken in the Acquisition Agreement that it shall transfer its entire issued share capital of Fortune Set to Sheen Jade (a seller) as part of the Restructuring before Completion. Further information on COFCO Land, Sheen Jade and Magic Grain is set out in the paragraph headed “Information on Parties to the Acquisition Agreement” below.

Subject matter

The Company has conditionally agreed to acquire, and each of Sheen Jade and COFCO Land has conditionally agreed to sell:

- (a) the respective Sale Shares, which represent the entire issued share capital of each of the Target Companies; and
- (b) the Shareholder Loans,

subject to the terms and conditions of the Acquisition Agreement.

Each of COFCO Land and Magic Grain, as the warrantor, has given certain representations and warranties to the Company in relation to the business and operations of the Target Group under the Acquisition Agreement.

Upon Completion, each of the Target Companies will become a wholly-owned subsidiary of the Company. The Target Group is primarily engaged in the development, operation, sale, leasing and management of mixed-use complexes under the flagship brand “Joy City (大悦城)”, which has a portfolio of six mixed-use complex property projects located in Beijing, Shanghai, Tianjin, Yantai and Shenyang in the PRC. It also has a commercial property project in Beijing and holds non-controlling interests in two property projects in Beijing and Shanghai. Please refer to the paragraph headed “Information on the Target Group” below for further information of the business and financial information of the Target Group.

Consideration

The Consideration shall be HK\$12,459,785,372, which shall be satisfied by cash payment by the Company to the Sellers (or such other recipient(s) as may be nominated and directed by the Sellers) on Completion.

Subject to the market conditions, the Company plans to conduct a series of external fund raising and financing arrangements, including the Placing(s) and debt financings and/or other equity financings, for the settlement of the Consideration. Subject to market conditions, the Company intends to conduct the Placing(s) to issue and allot new Shares to professional and institutional investors, and to apply the proceeds from the Placing(s) for the full or partial settlement of the Consideration. The Placing(s), if materialised, is expected to complete simultaneously with the Completion.

The Company currently plans to settle the entire Consideration with the proceeds from the fund raising and financing arrangements to be conducted after the signing of the Acquisition Agreement. In the event that the net proceeds from the above fund raising and financing arrangements are less than the Consideration, but the Company

nevertheless decides to proceed with the Completion, the Company plans to satisfy the remaining balance of the Consideration by the then internal resources available to the Group.

Basis of the Consideration

The Consideration was determined after arm's length negotiation among the parties to the Acquisition Agreement, based on a discount of 42.69% to the reassessed net asset value of the Target Group in an amount of approximately RMB15,877 million as at 30 June 2014, plus the amount of the Shareholder Loans. The reassessed net asset value of the Target Group was determined with reference to (i) the equity attributable to the then shareholder(s) of the Target Companies as at 30 June 2014 based on the unaudited financial statements of the Target Group in an amount of approximately RMB13,483 million; and (ii) the appreciation of properties attributable to the then shareholder(s) of the Target Companies based on a preliminary appraisal by Savills as at 30 June 2014 and post adjustment of the estimated amount of the relevant taxes payable by the Target Group in an amount of approximately RMB2,394 million. The Consideration will not be subject to any adjustment irrespective of the final appraised value of the properties owned by the Target Group as determined by Savills in the valuation report to be included in the Circular.

The Directors (excluding the independent non-executive Directors, the opinion of whom after taking into account the advice from the Independent Financial Adviser will be included in the Circular) consider that the Consideration is fair and reasonable and in the interest of the Company and the Shareholders as a whole, taking into account, among other things, the terms and conditions of the Acquisition Agreement and the quality and size of the property portfolio held by the Target Companies.

Completion

Completion shall take place on the second business day after all the conditions to the Acquisition Agreement as set out in the paragraph headed "Conditions precedent to Completion" below have either been fulfilled or waived (as the case may be), or such other date as may be otherwise agreed by the parties to the Acquisition Agreement.

Conditions precedent to Completion

Completion of the Acquisition Agreement is conditional on the fulfilment (or, if applicable, the waiver) of the following conditions precedent:

- (a) approval having been obtained from the Shareholders at the SGM for the Acquisition Agreement and the transaction contemplated thereunder;

- (b) the fund raising and financing arrangements of the Company, including the Placing(s), debt financings and/or other equity financings, having completed for an aggregate amount of not less than the Consideration;
- (c) if the Company proceeds with the Placing(s), (i) approval having been obtained from the Shareholders at the SGM for the specific mandate to issue the placing shares under the Placing(s), and (ii) approval having been obtained from the Listing Committee for the listing of, and permission to deal in, the placing shares on the Main Board of the Stock Exchange;
- (d) the Restructuring having been completed and Sheen Jade having become the direct legal and beneficial owner of Fortune Set;
- (e) the warranties given by the Company in the Acquisition Agreement remaining true and accurate and not misleading in any material respect if they were repeated at any time prior to Completion by reference to the facts and circumstances then existing;
- (f) all necessary licences, consents, approvals, authorisations, permissions, waivers, orders, exemptions or notifications of, among others, creditors and shareholders of the members of the Target Group, other relevant third parties and/or governmental or regulatory authorities or bodies (including relevant authorities in the PRC, Bermuda and BVI), which are required for the execution and performance of the Acquisition Agreement or Completion having been obtained and not having been revoked prior to Completion;
- (g) no relevant government, governmental, quasi-governmental, statutory or regulatory body, court or agency having granted any order or made any decision that restricts or prohibits the implementation of the transactions contemplated under the Acquisition Agreement;
- (h) the warranties given by each of COFCO Land, Sheen Jade and Magic Grain in the Acquisition Agreement remaining true and accurate and not misleading in any material respect if they were repeated at any time prior to Completion by reference to the facts and circumstances then existing;
- (i) no material adverse change or prospective material adverse change in the business, operations, financial condition or prospects of any of the members of the Target Group having occurred since 30 June 2014;
- (j) each of COFCO Land, Sheen Jade and Magic Grain having performed and complied with all agreements, obligations and conditions contained in the Acquisition Agreement that are required to be performed or complied with by it on or before completion of the transactions contemplated thereunder;

- (k) the Company having completed due diligence on all business, legal and financial matters, and all such other matters as deemed necessary by the Company in its absolute discretion, in relation to the Target Group, and the Company being satisfied with the results of such due diligence in its absolute discretion;
- (l) Savills having completed the valuation of the properties of the Target Group in accordance with the requirements of the Listing Rules in relation to the Acquisition and the content and results of such valuation being satisfactory to the Company;
- (m) Deloitte Touche Tohmatsu having completed the audit of and issued an unqualified opinion on the accountants' report of the Target Group in accordance with the requirements of the Listing Rules in relation to the Acquisition and the content and results of such audit being satisfactory to the Company;
- (n) the Company having received an opinion issued by Haiwen & Partners, the PRC legal advisers to the Company, in respect of the members of the Target Group which are incorporated in the PRC and other PRC legal issues in form and substance satisfactory to the Company; and
- (o) each of COFCO Land, Sheen Jade and Magic Grain having delivered to the Company a certificate signed by one of its directors certifying that the conditions set out in paragraphs (f) to (j) above have been fulfilled.

If any of the conditions has not been fulfilled, waived by the Company (in respect of the conditions set out in paragraphs (b) and (h) to (o) above) or waived by the Sellers (in respect of the conditions set out in paragraph (e) above), by 30 June 2015 (or such later date as the parties to the Acquisition Agreement may agree in writing), the Acquisition Agreement shall terminate and no party shall have any claim against the other, except in respect of any antecedent breach of the terms thereof. As at the date of this announcement, none of the above conditions has been fulfilled, and the parties to the Acquisition Agreement are not aware of any facts or circumstances that will render the conditions set out in paragraphs (e) and (g) to (i) above not to be fulfilled upon Completion.

In the event that any one or more of the Placing(s) is not completed in accordance with the terms and conditions of the relevant placing agreement(s) to be entered into by the Company on or before 30 June 2015 for whatever reasons, or the aggregate amount of the net proceeds of the fund raising and financing arrangements of the Company, including the Placing(s), debt financings and/or other equity financings is less than the Consideration, the Company shall, at its discretion, have a right to terminate the Acquisition Agreement by giving a written notice to terminate to the other parties, in which case the Acquisition Agreement shall terminate with immediate effect upon the giving of such notice and no party shall have any claim against any of the others,

except in respect of any antecedent breach of the terms thereof. For the avoidance of doubt, none of the Sellers shall have a right to terminate the Acquisition Agreement notwithstanding the Placing(s) is not completed or is partially completed.

TAG ALONG RIGHTS IN RELATION TO YANTAI JOY CITY

Yantai Joy City is owned and developed by the project company Yantai Joy City Co. In April 2013, an independent overseas investment fund (the “**Investor**”) acquired an indirect minority interest in such project company. Pursuant to the relevant investment agreements, if COFCO Corporation’s interest in Yantai Joy City is injected into a listed company, the Investor shall have a right to tag along and dispose of its interest in such project company and receive shares of such listed company as consideration (the “**Tag Along Rights**”).

As at the date of this announcement, Sino Melody, a member of the Target Group and a shareholder of Yantai Joy City Co holding approximately 66.67% of its equity interest, is owned as to 49% by the Investor and 51% by Joy Sincere (HK) respectively. Joy Sincere (HK) is 48.04% owned by the Investor and 51.96% owned by Mega Health, one of the Target Companies. As a result, the Investor holds an indirect non-controlling interest in Yantai Joy City Co, the project company holding Yantai Joy City. In the event that the Investor decides to exercise the Tag Along Rights in full, the Investor shall inject its entire equity interests of 48.04% in Joy Sincere (HK) and 49% in Sino Melody respectively to the Company. Upon completion of such injection, Yantai Joy City Co will be wholly-owned by the Group upon Completion, and new Shares may be issued as consideration. In the event that the Investor decides not to exercise the Tag Along Rights, only the majority interest of Joy Sincere (HK) and Sino Melody will be acquired by the Company. The Consideration will not be subject to any adjustment irrespective of whether or not the Tag Along Rights is exercised.

The Target Group has been in discussions with the Investor on whether the Investor will exercise the Tag Along Rights and, as at the date of this announcement, no decision has been made by the Investor. The final terms of the exercise of the Tag-Along Rights, including the consideration, pricing basis and number of new Shares that may be issued by the Company to the Investor if the Tag-Along Rights is exercised, are subject to further discussions between the Target Group and the Investor.

Although the Company expects that the Investor will make a decision before Completion, there is no specific deadline for the Investor to exercise the Tag Along Rights as provided in the relevant agreement, and therefore it may be exercised after the Completion. The exercise of the Tag Along Rights by the Investor is subject to compliance with the relevant requirements under Chapter 14 and Chapter 14A of the Listing Rules, including approval by the Shareholders if it is applicable. Upon receiving the notification from the Investor on whether it will or will not exercise the Tag Along Rights, the Company will make a further announcement, or will disclose in

the Circular the Investor's decision. The Company shall ensure that the applicable requirements of the Listing Rules are complied with if the Tag Along Rights is exercised.

RESTRUCTURING PRIOR TO COMPLETION

Pursuant to the Acquisition Agreement, Sheen Jade has agreed to acquire from Magic Grain the entire issued share capital in Fortune Set as part of the pre-completion restructuring before it shall sell the same to the Company upon Completion. Such arrangement was part of a large restructuring scheme of COFCO Corporation, which is the ultimate shareholder of each of Sheen Jade and Magic Grain.

INFORMATION ON THE GROUP

The Company was incorporated in Bermuda and the Shares are listed on the Main Board of the Stock Exchange. The Company is an investment holding company and the Group is principally engaged in the development, operation, sale, leasing and management of mixed-use complexes and commercial properties.

INFORMATION ON THE PARTIES TO THE ACQUISITION AGREEMENT

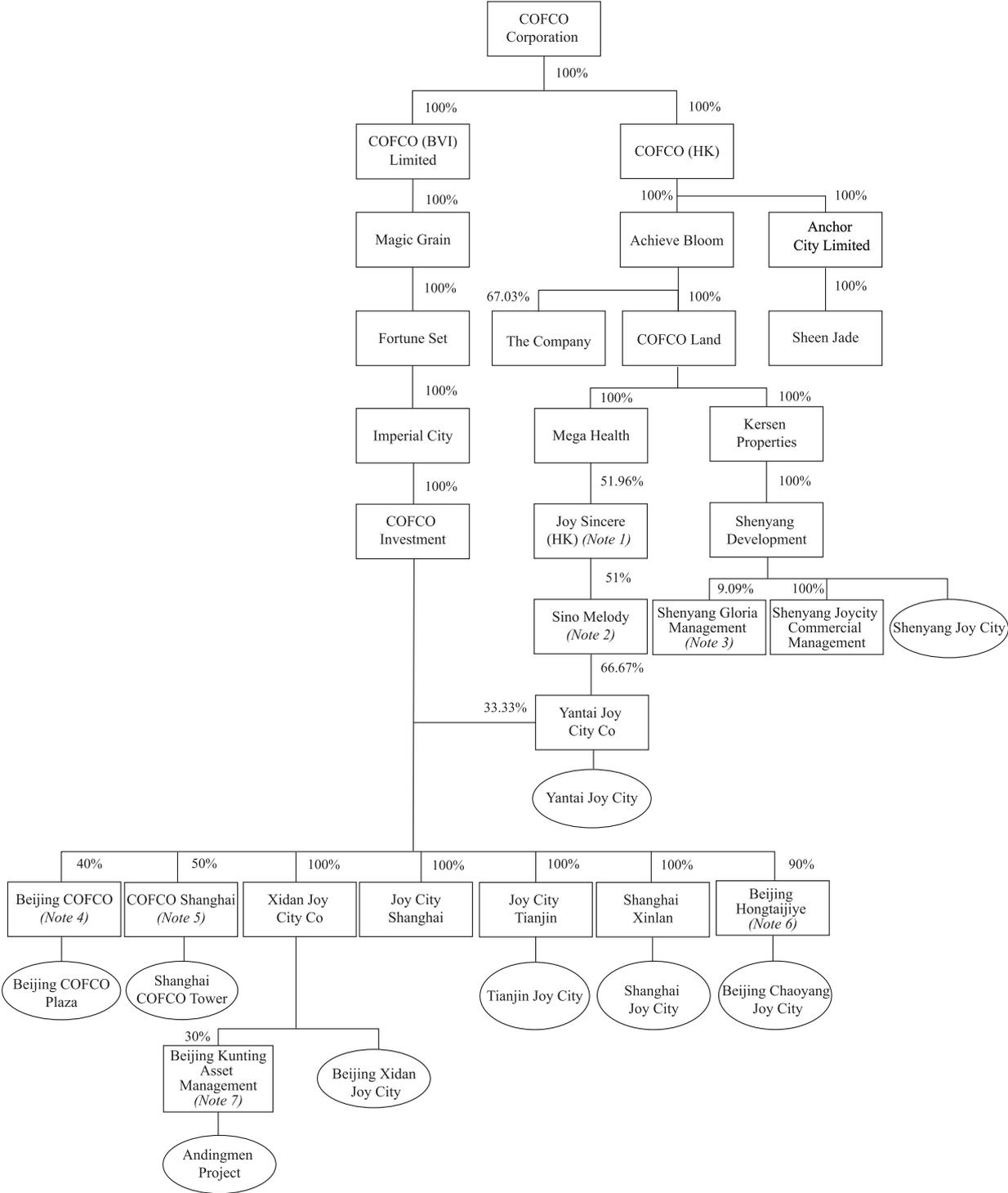
Sheen Jade is an investment holding company incorporated in BVI with limited liability and is indirectly wholly owned by COFCO (HK), which in turn is wholly owned by COFCO Corporation, the ultimate controlling shareholder of the Company. Sheen Jade will become the direct shareholder and beneficial owner of Fortune Set as part of the Restructuring prior to Completion.

Both COFCO Land and Magic Grain are indirectly wholly owned by COFCO Corporation, the ultimate controlling shareholder of the Company, with COFCO Land being the direct shareholder and beneficial owner of both Mega Health and Kersen Properties and Magic Grain being the direct shareholder and beneficial owner of Fortune Set. COFCO Land is an investment holding company incorporated in Hong Kong with limited liability while Magic Grain is an investment holding company incorporated in BVI with limited liability.

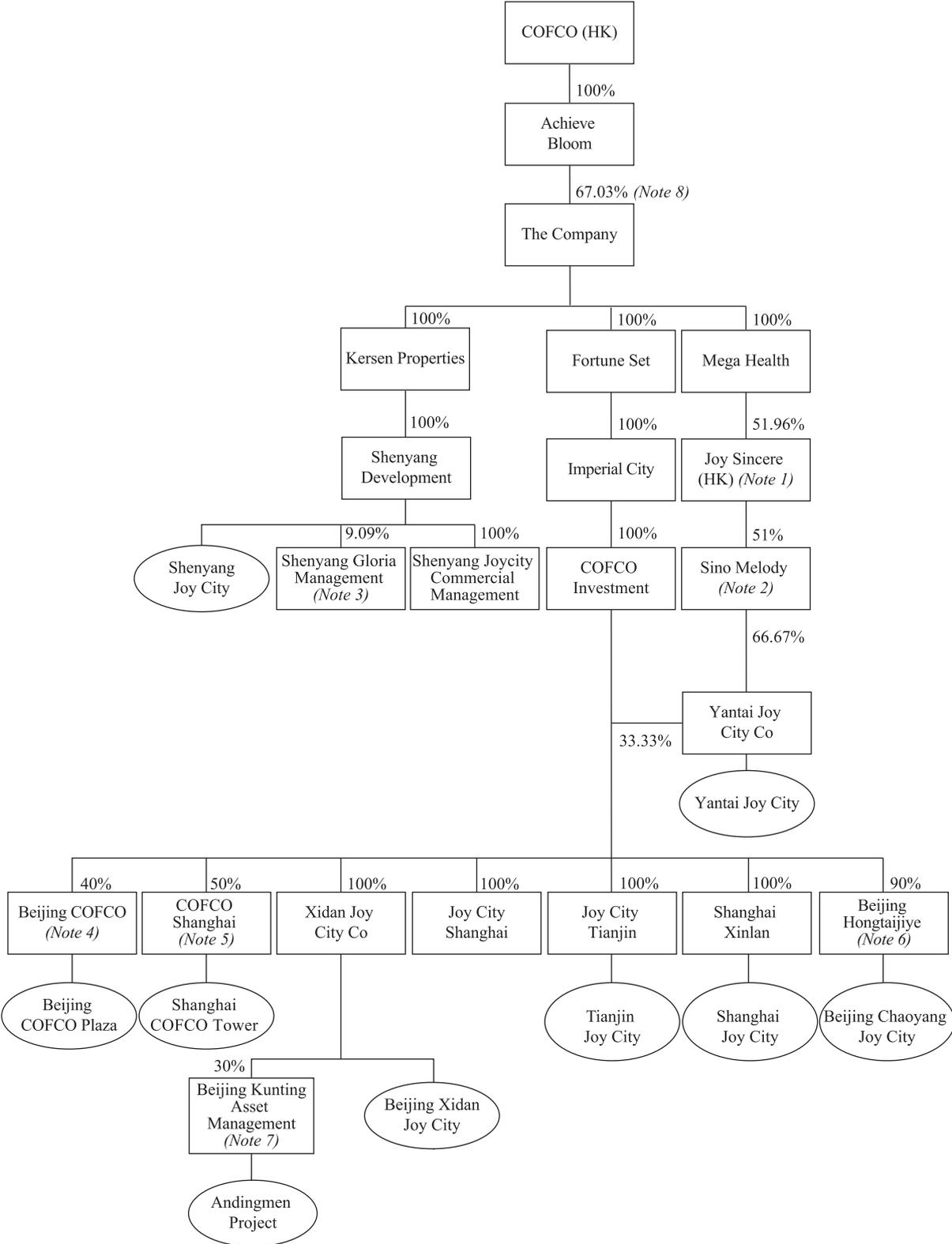
COFCO Corporation is a state-owned enterprise incorporated in the PRC under the purview of the State-owned Assets Supervision and Administration Commission of the State Council. COFCO Corporation is engaged in a wide range of businesses through its subsidiaries including property development and management in the PRC and overseas, agricultural commodities trading, agricultural products cultivation and processing, processing of animal by-products, food and beverages, dairy products and packaging materials, hotel management and provision of logistics and financial services in the PRC.

INFORMATION ON THE TARGET GROUP

Corporate structure of the Target Group as at the date of the Acquisition Agreement



Corporate structure of the Target Group upon the Completion



Notes:

- (1) The remaining 48.04% of the share capital in Joy Sincere (HK) is owned by an institutional investor which is an independent third party. In the event that the Tag Along Right is exercised in full, Joy Sincere (HK) will become a wholly-owned subsidiary of the Company upon Completion.
- (2) The remaining 49% of the share capital in Sino Melody is owned by an institutional investor which is an independent third party. In the event that the Tag Along Right is exercised in full, Sino Melody will become a wholly-owned subsidiary of the Company upon Completion.
- (3) The remaining 90.91% of the share capital in Shenyang Gloria Management is owned by Gloria Properties Management Limited (凱萊物業管理有限公司), an indirect wholly-owned subsidiary of the Company. Upon Completion, Shenyang Gloria Management will become an indirect wholly-owned subsidiary of the Company.
- (4) The remaining 60% of the share capital in Beijing COFCO is owned by Top Spring Development (Beijing) Limited (鵬源發展(北京)有限公司), an indirect wholly-owned subsidiary of the Company. Upon Completion, Beijing COFCO will become an indirect wholly-owned subsidiary of the Company.
- (5) The remaining 50% of the share capital in COFCO Shanghai is owned by COFCO (BVI) NO. 94 Limited, a wholly-owned subsidiary of the Company. Upon Completion, COFCO Shanghai will become an indirect wholly-owned subsidiary of the Company.
- (6) The remaining 10% of the share capital in Beijing Hongtaijiye is owned by Beijing Haidian Technology Development Co., Ltd (北京海淀科技發展有限公司), an independent third party.
- (7) The remaining 70% of the share capital in Beijing Kunting Asset Management is owned by China Native Produce and Animal By-products.
- (8) Without taking into account the potential dilution effect of the Placing(s), if it is materialised.

Business of the Target Group

The Target Group is primarily engaged in the development, operation, sale, leasing and management of mixed-use complexes under the flagship brand “Joy City (大悦城)” in five key cities in the PRC. The Target Group has a portfolio of six mixed-use complex property projects located in Beijing, Shanghai, Tianjin, Yantai and Shenyang in the PRC. It also has a commercial property project in Beijing and holds non-controlling interests in two property projects in Beijing and Shanghai.

Details of these property projects as at 30 June 2014 are set out in the tables below:

(I) Information relating to the use, GFA and development status as at 30 June 2014 (Note 1)

Projects (Note 2)	Use/Planned Use (Note 3)	Status	Total Site Area (sq.m.)	Total GFA/ Estimated total GFA (sq.m.)	Estimated leasable area (Note 4) (sq.m.)	Estimated total saleable GFA (sq.m.) (Note 4)				Actual/Expected construction commencement date	Pre-sale commencement date	Actual/Expected construction completion date	Interest attributable to the Target Group (%)	Preliminary appraised property value attributable to the Target Group (Note 5) RMB'000
						Of which was sold	Of which was pre-sold	Of which remains unsold	Actual/Expected construction commencement date					
Mixed-use complex projects														
Beijing Xidan Joy City (北京西單大悅城)	Retail, office and hotel	Completed	14,541	185,654	68,134 (Note 6)	N/A	N/A	N/A	2005	N/A	2008	100	8,657,400	
Shenyang Joy City (瀋陽大悅城)	Retail and residential	Completed	50,719	555,146	121,643	0	103	2002	2003	2012	100	2,612,900		
Beijing Chaoyang Joy City (北京朝陽大悅城)	Retail and commercial apartment	Completed	58,958	405,570	114,198	—	—	2008	2009	2010	90	4,890,600		
Shanghai Joy City (上海大悅城)	Retail, office, residential and serviced apartment	Southern Tower of Phase 1 – Completed	78,076	437,609	— (Note 7)	—	—	Southern Tower of Phase 1 – Fourth quarter of 2010;	— (Note 7)	—	Southern Tower of Phase 1 – Second quarter of 2011;	100	10,681,500	
		Northern Tower of Phase 1 and Phase 2 – Under construction						Northern Tower of Phase 1 – First quarter of 2013			Northern Tower of Phase 1 – Fourth quarter of 2015			
Tianjin Joy City (天津大悅城)	Retail office, residential and commercial apartment	Retail and residential space and commercial apartments – completed	77,450	531,369	83,965	89,962 (Note 8)	4,586 (Note 8)	18,786 (Note 8)	2010	2011	2011 Retail and residential space and commercial apartments – Third quarter of 2013	100	5,077,700	
		Office – under construction									Phase 2 – Fourth quarter of 2018			
Yantai Joy City (煙台大悅城)	Retail	Completed (Note 9)	40,762	219,964	78,432	N/A	N/A	N/A	2011	N/A	2014	51	745,620	
Other projects with non-controlling interest														
Beijing COFCO Plaza (北京中糧廣場)	Office and retail	Completed	22,555	118,652	107,989	3,226	—	1992	N/A	N/A	1996	40	2,004,000	
Shanghai COFCO Tower (上海中糧大廈)	Office	Completed	3,285	20,606	17,848	N/A	N/A	1996	N/A	N/A	2001	50	176,000	

Notes:

- (1) Information set out in this table is based on the Target Group's internal estimates, records and existing project plans as at 30 June 2014 and may be subject to changes. Andingmen Project is still at an early planning stage and the information in relation to this project to the extent available is set out in the paragraph headed "Overview of the property projects of the Target Group" in this announcement.
- (2) The project names referred to in this announcement are the names used, or the Target Group intends to use, for marketing purposes as at the date of this announcement. They shall not be treated as the official names of the projects. Furthermore, the English project names are translations of their Chinese names and are included in this announcement for identification purpose only, and should not be regarded as their official English translations.
- (3) Planned uses of these projects are based on the Target Group's existing project plans and current intentions and are subject to changes during the course of the development.
- (4) The estimated total leasable area and estimated total saleable GFA do not include car parking spaces.
- (5) The values are based on Savills' preliminary valuation of the market value attributable to the Target Group of the respective property projects as at 30 June 2014, after deducting the outstanding construction cost and without taking into account any potential title defects of the land and other potential encumbrances, restrictions and outgoings of an onerous nature which could affect the values, which may be subject to changes.
- (6) The estimated total leasable area of Beijing Xidan Joy City does not include the hotel with a total GFA of 32,885 sq.m. held for operation.
- (7) As at the date of this announcement, the total leasable area, the total saleable GFA and the pre-sale commencement date of Shanghai Joy City are yet to be determined as some parts of the project are still under development.
- (8) The estimated total saleable GFA of Tianjin Joy City comprises residential space and commercial apartments. As at the date of this announcement, the total saleable GFA of the office space of Tianjin Joy City, which is still under development, is yet to be determined.
- (9) Yantai Joy City opened for business on 6 July 2014.

(II) *Information relating to the development costs and revenue as at 30 June 2014*
(Note 1)

Projects (Note 2)	Development costs incurred (RMB million)		Estimated development costs to be paid (RMB million) (Note 3)			Revenue derived from (Note 5)	
	Land cost paid	Construction cost paid (Note 4)	Land cost to be paid	Construction cost to be paid (Note 4)	Period	Sales of properties (RMB'000)	Rental income (RMB'000)
Mixed-use complex projects							
Beijing Xidan Joy City (北京西單大悅城)	1,194	2,286	N/A	N/A	Year ended 31 December 2011	N/A	460,149
					Year ended 31 December 2012	N/A	529,118
					Year ended 31 December 2013	N/A	579,707
					Six months ended 30 June 2014	N/A	324,211
Shenyang Joy City (瀋陽大悅城)	195	2,407	—	129	Year ended 31 December 2011	299,918	96,862
					Year ended 31 December 2012	144,401	116,681
					Year ended 31 December 2013	26,409	100,286
					Six months ended 30 June 2014	—	61,659
Beijing Chaoyang Joy City (北京朝陽大悅城)	691	3,429	N/A	N/A	Year ended 31 December 2011	977,410	219,624
					Year ended 31 December 2012	316,267	237,248
					Year ended 31 December 2013	26,786	340,876
					Six months ended 30 June 2014	—	210,046
Shanghai Joy City (上海大悅城)	6,163	1,796	1,837	6,255	Year ended 31 December 2011	N/A	82,116
					Year ended 31 December 2012	N/A	83,481
					Year ended 31 December 2013	N/A	86,381
					Six months ended 30 June 2014	N/A	41,292
Tianjin Joy City (天津大悅城)	1,019	3,593	—	752	Year ended 31 December 2011	—	—
					Year ended 31 December 2012	320,595	150,373
					Year ended 31 December 2013	1,179,646	197,543
					Six months ended 30 June 2014	211,857	120,618
Yantai Joy City (煙台大悅城)	216	838	—	826	Year ended 31 December 2011	N/A	N/A
					Year ended 31 December 2012	N/A	N/A
					Year ended 31 December 2013	N/A	N/A
					Six months ended 30 June 2014	N/A	N/A
Other projects with non-controlling interest							
Beijing COFCO Plaza (北京中糧廣場)		1,036 (Note 6)			Year ended 31 December 2011	N/A	177,483
					Year ended 31 December 2012	N/A	179,843
					Year ended 31 December 2013	N/A	199,544
					Six months ended 30 June 2014	N/A	113,662
Shanghai COFCO Tower (上海中糧大廈)		130 (Note 6)			Year ended 31 December 2011	N/A	13,072
					Year ended 31 December 2012	N/A	13,787
					Year ended 31 December 2013	N/A	15,043
					Six months ended 30 June 2014	N/A	7,474

Notes:

- (1) Information set out in this table are based on the Target Group's internal estimates, records and existing project plans as at 30 June 2014 and may be subject to changes. Andingmen Project is still at an early planning stage and the information in relation to this project to the extent available is set out in the paragraph headed "Overview of the property projects of the Target Group" in this announcement.
- (2) The project names referred to in this announcement are the names used, or the Target Group intends to use, for marketing purposes as at the date of this announcement. They shall not be treated as the official names of the projects. Furthermore, the English project names are translations of their Chinese names and are included in this announcement for identification purpose only, and should not be regarded as their official English translations.
- (3) The Target Group intends to finance the future development costs by bank loans, other borrowings and internal cash flows.
- (4) Construction cost includes capitalised interest.
- (5) Apart from revenue derived from sales of properties and rental income, certain projects also generate income from other business activities, including property management and hotel operations.
- (6) The relevant amount represents the original book value of the project.

Overview of the property projects of the Target Group

Mixed-use complex projects

(i) *Beijing Xidan Joy City* (北京西單大悅城)

Beijing Xidan Joy City is a mixed-use complex located in the prime location of Xicheng District of Beijing City comprising a shopping mall, a hotel and office space. Beijing Xidan Joy City also includes restaurants, car parking spaces and other entertainment and recreational facilities. This project is well-connected to transportation networks in proximity to the Xidan metro station of the Beijing metro system and various bus stops.

Construction of this project was completed in January 2008 and this project occupies a total site area of 14,541 sq.m., with a total GFA of 185,654 sq.m..

The following table shows details of the retail space and office space for lease and the hotel of Beijing Xidan Joy City for the period indicated.

	Average rental rate or REVPAR				Occupancy rate			
	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H
	<i>(RMB/sq.m./day or RMB/room/day)</i>				<i>(%)</i>			
Retail space	23.4	26.7	28.8	32.7	98%	99%	98%	99%
Office space	5.3	5.7	8.1	9.0	99%	90%	94%	98%
Hotel	468.4	509.5	506.4	454.9	76%	78%	76%	71%

Beijing Xidan Joy City is owned and developed by the project company Xidan Joy City Co. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB3,480 million.

(ii) *Shenyang Joy City* (瀋陽大悦城)

Shenyang Joy City is a mixed-use complex located in Dadong District of Shenyang City which includes a shopping street, which is one of the most famous commercial streets in the PRC, and various spaces for dining, entertainment, culture and leisure. The Shenyang Joy City project also includes residential units for sale, car parking spaces and other recreational facilities. The project is well-connected to transportation networks in proximity to the Dongzhong Street metro station of the Shenyang metro system and various bus stops.

Construction of this project was completed in December 2011. The project occupies a total site area of 50,719 sq.m., with a total GFA of 555,146 sq.m..

The following table shows details of the retail space for lease and the residential space for sale of Shenyang Joy City for the period indicated.

	Average rental rate				Occupancy rate				Average selling price			
	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H
	<i>(RMB/sq.m./day)</i>				<i>(%)</i>				<i>(RMB/sq.m.)</i>			
Retail space	3.0	3.6	3.4	3.5	72%	72%	67%	84%	—	—	—	—
Residential space	—	—	—	—	—	—	—	—	11,006	11,180	9,281	—

Shenyang Joy City is owned and developed by the project company Shenyang Development. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB2,602 million.

(iii) *Beijing Chaoyang Joy City (北京朝陽大悅城)*

Beijing Chaoyang Joy City is a mixed-use complex located in the prime location of Chaoyang District of Beijing City comprising commercial apartments and retail space. This project is well-connected to transportation networks being in proximity to the Youth Road metro station of the Beijing metro system and various bus stops.

Construction of this project was completed in August 2010 and this project occupies a total site area of 58,958 sq.m., with a total GFA of 405,570 sq.m..

The following table shows details of the retail space for lease and the commercial apartments for sale of Beijing Chaoyang Joy City for the period indicated.

	Average rental rate				Occupancy rate				Average selling price			
	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H
	(RMB/sq.m./day)				(%)				(RMB/sq.m.)			
Retail space	5.4	6.5	8.4	10.3	95%	90%	99%	97%	—	—	—	—
Commercial apartments	—	—	—	—	—	—	—	—	28,450	29,198	26,648	—

Beijing Chaoyang Joy City is owned and developed by the project company Beijing Hongtaijiye. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB4,120 million.

(iv) *Shanghai Joy City (上海大悅城)*

Shanghai Joy City is a mixed-use complex located in the central residential district of Shanghai City comprising shopping malls, office and residential spaces and serviced apartments, coupled with restaurants, car parking spaces and other recreational facilities. This project is well-connected to transportation networks being in proximity to the interchange metro station of routes no. 8 and no. 12 of the Shanghai metro system and various bus stops.

Shanghai Joy City will be developed in two phases. Southern Tower of Phase 1, completed in May 2011, comprises a 11-storey shopping mall and one underground storey for commercial use. Northern Tower of Phase 1 and Phase 2 of this project are still under development. As at 30 June 2014, this project occupied a total site area of 78,076 sq.m. with an estimated total GFA of 437,609 sq.m..

The following table shows details of the retail space for lease of the Southern Tower of Phase 1 of Shanghai Joy City for the period indicated.

	Average rental rate				Occupancy rate			
				2014				2014
	2011	2012	2013	1H	2011	2012	2013	1H
	<i>(RMB/sq.m./day)</i>				<i>(%)</i>			
Retail space	8.0	8.2	8.7	8.2	99%	97%	98%	98%

Shanghai Joy City is owned and developed by the project company Shanghai Xinlan. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB7,959 million.

(v) *Tianjin Joy City (天津大悦城)*

Tianjin Joy City is a mixed-use complex located in the central residential district of Tianjin City comprising a shopping mall, office space, residential space and commercial apartments. Tianjin Joy City offers a variety of facilities and amenities including restaurants, a theatre, car parking spaces and other recreational and entertainment facilities. This project is well-connected to transportation networks, being in proximity to the Gulou metro station of the Tianjin metro system and various bus stops.

This project occupies a total site area of 77,450 sq.m. with an estimated total GFA of 531,369 sq.m.. The retail and residential spaces and commercial apartments of the project were completed, while the office space was still under development.

The following table shows details of the retail space for lease, the residential space and commercial apartments for sale of Tianjin Joy City for the period indicated.

	Average rental rate				Occupancy rate				Average selling price			
				2014				2014				2014
	2011	2012	2013	1H	2011	2012	2013	1H	2011	2012	2013	1H
	<i>(RMB/sq.m./day)</i>				<i>(%)</i>				<i>(RMB/sq.m.)</i>			
Retail space	—	5.9	7.1	8.2	—	84%	95%	98%	—	—	—	—
Commercial apartments	—	—	—	—	—	—	—	—	—	—	15,589	16,234
Residential space	—	—	—	—	—	—	—	—	—	18,641	20,863	23,011

Tianjin Joy City is owned and developed by the project company Joy City Tianjin. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB4,612 million.

(vi) *Yantai Joy City* (煙台大悅城)

Yantai Joy City is a mixed-use complex located in Zhifu District of Yantai City comprising a shopping mall, car parking spaces and recreational facilities. This project is well-connected to transportation networks in proximity to the planned metro station of the Yantai metro system, Yantai train station and various bus stops.

This project opened for business in July 2014. As at 30 June 2014, this project occupies a total site area of 40,762 sq.m. with a total GFA of 219,964 sq.m..

Yantai Joy City is owned and developed by the project company Yantai Joy City Co., in which an independent overseas investment fund owns an indirect non-controlling interest. As at 30 June 2014, the total development costs incurred in relation to the development of this project amounted to approximately RMB1,054 million.

There exists a tag along right in relation to Yantai Joy City. Please refer to the paragraph headed “Tag Along Rights in relation to Yantai Joy City” above for further details.

Commercial property project

(i) *Andingmen Project* (安定門項目)

Andingmen Project is expected to be developed into a commercial property located in Dongcheng District of Beijing. This project is well-connected to transportation networks and is located in proximity to the entrance of Andingmen subway station of No. 2 subway line of the Beijing metro system.

This project occupies a total site area of 13,030 sq.m., with an estimated total GFA of 102,390 sq.m.. This project is still at an early planning stage, and as at the date of this announcement, there is no estimate or plan in respect of the construction period of this project.

This project is currently owned and developed by the project company Beijing Kunting Asset Management. Xidan Joy City Co, a member of the Target Group, only holds 30% interest in Beijing Kunting Asset Management, and the remaining 70% interest is held by China Native Produce and Animal By-products. China Native Produce and Animal By-products had provided an undertaking in favour of Xidan Joy City Co, whereby China Native Produce and Animal By-products will exercise its voting rights on all matters to be approved in the board meetings and shareholders’ meetings of Beijing Kunting Asset Management in accordance with Xidan Joy City Co’s instructions. As such, the Target Group has control on Beijing Kunting Asset Management and Beijing Kunting Asset Management is a

subsidiary of the Target Group, while Xidan Joy City Co and China Native Produce and Animal By-products share the economic interests of Beijing Kunting Asset Management as to 30% and 70%, respectively.

As the Call Options were only granted for the interests in the Joy City Projects, the 70% equity interests in Beijing Kunting Asset Management held by China Native Produce and Animal By-Products is not subject to the Call Options. The Target Group has been in discussions with China Native Produce and Animal By-products on the potential acquisition of the remaining 70% equity interest in Beijing Kunting Asset Management. The terms of the proposed acquisition of 70% equity interests in Beijing Kunting Asset Management, including the consideration, pricing basis and time schedule, are subject to further discussions between the Target Group and China Native Produce and Animal By-Products. As at the date of this announcement, no definite agreement has yet been agreed with China Native Produce and Animal By-products. The Company shall ensure that the applicable requirements of the Listing Rules are complied with if the Company enters into a definite agreement for the acquisition of equity interests in Beijing Kunting Asset Management.

Property projects in which the Target Group has a non-controlling interest

(i) *Beijing COFCO Plaza (北京中糧廣場)*

The Beijing COFCO Plaza is a mixed-use complex comprising offices and a shopping mall located in the heart of Beijing facing Chang An Avenue and near the entrances of Jianguomen subway station of No. 1 subway line and Beijing station of No. 2 subway line of the Beijing metro system. This project comprises two office buildings and a shopping mall. The office buildings of the Beijing COFCO Plaza have successfully attracted a number of sizeable local and overseas banks and corporations as tenants. The shopping mall of Beijing COFCO Plaza is a renowned centre for luxury furniture with a number of high-end furniture brands as its tenants.

Construction of this project was completed in 1996. This project occupies a total site area of 22,555 sq.m., with a total GFA of 118,632 sq.m..

The following table shows details of the office space and retail space for lease of Beijing COFCO Plaza for the period indicated.

	Average Rental Rate				Occupancy Rate			
	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H
	(RMB/sq.m./day)				(%)			
Retail space	4.3	4.6	4.1	4.2	94%	88%	89%	86%
Office space	5.0	5.4	7.6	8.6	96%	92%	83%	87%

This project is currently held by the project company Beijing COFCO. The total development costs incurred in relation to the development of this project amounted to approximately RMB1,036 million as at 30 June 2014.

The Group is currently holding 60% of the equity interest of Beijing COFCO. Upon acquisition of the non-controlling interest of Beijing COFCO held by the Target Group, the Enlarged Group will be holding the entire interest of Beijing COFCO Plaza.

(ii) *Shanghai COFCO Tower (上海中糧大廈)*

Shanghai COFCO Tower is an office tower in close proximity to the newly emerging commercial centre in Shanghai — Xujiahui. Completed in 2001, it occupies a total site area of 3,285 sq.m., with a total GFA of 20,606 sq.m..

The following table shows details of the office space for lease of Shanghai COFCO Tower for the period indicated.

	Average Rental Rate				Occupancy Rate			
	2011	2012	2013	2014 1H	2011	2012	2013	2014 1H
	(RMB/sq.m./day)				(%)			
Office space	2.1	2.2	2.3	2.4	98%	95%	100%	96%

Shanghai COFCO Tower is held and developed by the project company COFCO Shanghai. The total development costs incurred in relation to the development of this project amounted to approximately RMB130 million as at 30 June 2014.

The Group is currently holding 50% of the equity interest of COFCO Shanghai. Upon acquisition of the non-controlling interest of COFCO Shanghai held by the Target Group, the Enlarged Group will be holding the entire interest of Shanghai COFCO Tower.

Financial information of the Target Group

For each of the three years ended 31 December 2011, 2012 and 2013 and the six months ended 30 June 2014, the unaudited combined revenue of the Target Group was approximately RMB2,369 million, RMB2,200 million, RMB2,871 million and RMB1,154 million respectively. The unaudited combined net asset value of the Target Group (including net asset value attributable to non-controlling interests) as at 30 June 2014 was approximately RMB14,250 million.

The unaudited combined profit before and after tax of the Target Group for the respective periods was as follows:

	For the year ended 31 December			Six months ended
	2011	2012	2013	30 June
	(RMB'million)	(RMB'million)	(RMB'million)	2014
				(RMB'million)
Profit before tax	1,882	1,366	1,439	1,696
Profit after tax	1,263	888	1,071	1,221

The total acquisition costs paid by the COFCO Group with respect to, and capital contribution made by the COFCO Group into, the Target Group were approximately RMB9,831 million.

**Unaudited combined statements of profit or loss and other comprehensive income
of the Target Group**

	Year ended 31 December			Six months ended	
	2011	2012	2013	30 June	
	RMB'000	RMB'000	RMB'000	2013	2014
				RMB'000	RMB'000
Revenue	2,369,065	2,200,163	2,870,561	1,268,876	1,153,932
Cost of sales and services	<u>(1,206,482)</u>	<u>(1,051,839)</u>	<u>(1,551,022)</u>	<u>(577,197)</u>	<u>(424,057)</u>
Gross profit	1,162,583	1,148,324	1,319,539	691,679	729,875
Other income	22,646	20,564	26,218	9,664	11,225
Other gains and losses, net	19,992	(31,994)	(20,605)	(8,248)	(13,304)
Distribution and selling costs	(269,706)	(212,550)	(248,467)	(81,558)	(81,895)
Administrative expenses	(299,757)	(325,919)	(359,515)	(156,605)	(139,036)
Fair value gain of investment properties	1,493,514	1,162,404	647,499	121,676	1,502,016
Finance costs	(325,359)	(486,297)	(705,157)	(328,265)	(354,450)
Share of profit of an associate (Note 2)	52,308	89,684	791,530	771,296	40,417
Share of profit/(loss) of a joint venture (Note 3)	<u>25,479</u>	<u>2,255</u>	<u>(11,892)</u>	<u>(12,662)</u>	<u>1,124</u>
Profit before tax	1,881,700	1,366,471	1,439,150	1,006,977	1,695,972
Income tax expense	<u>(618,637)</u>	<u>(478,184)</u>	<u>(368,536)</u>	<u>(157,185)</u>	<u>(475,035)</u>
Profit and total comprehensive income for the year/period	<u><u>1,263,063</u></u>	<u><u>888,287</u></u>	<u><u>1,070,614</u></u>	<u><u>849,792</u></u>	<u><u>1,220,937</u></u>

Unaudited combined statements of financial position of the Target Group

	At 31 December			At 30 June
	2011	2012	2013	2014
	RMB'000	RMB'000	RMB'000	RMB'000
Non-current assets				
Investment properties	20,326,217	22,161,999	23,524,200	26,322,100
Property, plant and equipment	538,045	517,129	494,113	486,307
Leasehold land and land use rights	191,559	185,444	179,330	176,273
Intangible assets	5,362	7,125	7,263	7,182
Interests in an associate (Note 2)	699,176	760,860	1,552,390	1,592,807
Interests in a joint venture (Note 3)	125,973	128,228	116,335	117,460
Available-for-sale investment	53	53	53	53
Deposits, prepayments and other receivables	413,850	41,489	55,789	41,879
Amounts due from/loan to group companies	221	20,000	250,792	—
	<u>22,300,456</u>	<u>23,822,327</u>	<u>26,180,265</u>	<u>28,744,061</u>
Current assets				
Inventories	15,075	14,622	13,996	14,526
Properties held for sale	367,441	737,523	519,769	367,515
Properties under development for sale	2,537,471	4,415,269	5,856,806	6,131,058
Accounts receivable	122,201	139,777	116,502	109,033
Deposits, prepayments and other receivables	132,732	185,248	202,310	235,552
Amounts due from/loans to group companies	127,098	3,501	365	341,788
Amounts due from non-controlling interests	—	—	—	39,861
Tax recoverable	41,100	44,228	7,284	7,284
Restricted bank deposits	133,553	254,977	26,484	90,264
Cash and cash equivalents	<u>1,531,707</u>	<u>845,033</u>	<u>1,066,818</u>	<u>1,243,584</u>
	<u>5,008,378</u>	<u>6,640,178</u>	<u>7,810,334</u>	<u>8,580,465</u>
Current liabilities				
Accounts payable	1,674,137	1,223,733	1,156,474	724,927
Other payables and accruals	1,420,600	1,774,341	1,398,065	2,087,775
Deposits received in respect of pre-sale of properties	422,887	462,243	88,490	121,812
Amounts due to/loans from group companies	8,043,685	4,220,317	5,531,644	6,787,951
Amounts due to non-controlling interests	—	—	2,156	2,177
Bank and other borrowings	264,036	2,046,811	981,714	4,935,742
Income tax and land appreciation tax payable	<u>158,901</u>	<u>85,942</u>	<u>83,056</u>	<u>92,991</u>
	<u>11,984,246</u>	<u>9,813,387</u>	<u>9,241,599</u>	<u>14,753,375</u>
Net current liabilities	<u>(6,975,868)</u>	<u>(3,173,209)</u>	<u>(1,431,265)</u>	<u>(6,172,910)</u>
Total assets less current liabilities	<u>15,324,588</u>	<u>20,649,118</u>	<u>24,749,000</u>	<u>22,571,151</u>

	At 31 December			At 30 June
	2011	2012	2013	2014
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current liabilities				
Bank and other borrowings	6,496,363	6,105,357	8,465,938	4,958,115
Loans from group companies	228,000	475,000	523,500	188,000
Rental deposits received	191,148	221,694	215,692	241,393
Deferred tax liabilities	<u>1,909,723</u>	<u>2,275,132</u>	<u>2,514,721</u>	<u>2,933,557</u>
	<u>8,825,234</u>	<u>9,077,183</u>	<u>11,719,851</u>	<u>8,321,065</u>
Net assets	<u>6,499,354</u>	<u>11,571,935</u>	<u>13,029,149</u>	<u>14,250,086</u>
Capital and reserves				
Combined capital	—	—	—	—
Reserves	<u>6,272,885</u>	<u>11,328,065</u>	<u>12,348,556</u>	<u>13,483,362</u>
Equity attributable to COFCO Corporation	6,272,885	11,328,065	12,348,556	13,483,362
Non-controlling interests	<u>226,469</u>	<u>243,870</u>	<u>680,593</u>	<u>766,724</u>
Total equity	<u>6,499,354</u>	<u>11,571,935</u>	<u>13,029,149</u>	<u>14,250,086</u>

Notes:

- The combined financial information of the Target Group has been prepared in accordance with Hong Kong Accounting Standards, Hong Kong Financial Reporting Standards (“HKFRSs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the accounting period beginning on 1 January 2014 throughout the years ended 31 December 2011, 2012 and 2013 and six months ended 30 June 2014.

Except for the adoption of the new interpretation and amendments to HKFRSs issued by the HKICPA as described below, the accounting policies and methods of computation used in the combined financial information of the Target Group are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2013.

- Amendments to HKFRS 10, HKFRS 12 and HKAS 27 “Investment Entities”
- Amendments to HKAS 32 “Offsetting Financial Assets and Financial Liabilities”
- Amendments to HKAS 36 “Recoverable Amount Disclosures for Non-financial Assets”
- Amendments to HKAS 39 “Novation of Derivatives and Continuation of Hedge Accounting”
- HK(IFRIC)-Int 21 “Levies”

2. The Target Group had 40% equity interest in Beijing COFCO as at 31 December 2011, 2012 and 2013 and 30 June 2014. The remaining 60% equity interest is held by the Group and accounted for as a subsidiary of the Group. The share of net assets by the Target Group as at 30 June 2014 amounted to RMB1,592,807,000 and the share of profit for the year ended 31 December 2013 amounted to RMB791,530,000.
3. The Target Group had 50% equity interest in COFCO Shanghai as at 31 December 2011, 2012 and 2013 and 30 June 2014. The remaining 50% equity interest is held by the Group. The share of net assets by the Target Group as at 30 June 2014 amounted to RMB117,460,000 and the share of loss for the year ended 31 December 2013 amounted to RMB11,892,000.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Directors (excluding the independent non-executive Directors) consider that the Acquisition is in the interests of the Company for the following reasons:

(a) The Enlarged Group will strengthen its leading position as a mixed-use complex and commercial property developer with the addition of mixed-use complexes under the flagship brand “Joy City (大悦城)” to its existing property portfolio

Upon Completion, the Enlarged Group will expand its high quality property portfolio by acquiring from COFCO Corporation six mixed-use complex property projects located in Beijing, Shanghai, Tianjin, Yantai and Shenyang. With the addition of such property projects located in the major cities in the PRC to the Group’s existing property portfolio, the Acquisition will have an effect of strengthening the position of the Company as the overseas listed platform of COFCO Corporation for its mixed-use complexes as well as other commercial properties.

Furthermore, most of the mixed-use complexes owned by the Target Group are developed or to be developed under the flagship brand “Joy City (大悦城)”. The Acquisition would reinforce the association of “Joy City (大悦城)” brand with quality mixed-used complex located in prime locations of the PRC owned by the Enlarged Group, and increase the popularity of the “Joy City (大悦城)” brand.

(b) The Enlarged Group will have a larger property portfolio with a potential to attain a more steady and sustainable return

The mixed-used complex and commercial property projects to be acquired by the Group, which have a steady performance in the past and a strong growth potential, will significantly increase the size of the property portfolio and total assets of the Enlarged Group, and are expected to enhance the financial performance of the Enlarged Group going forward. The Acquisition will also enhance the ability of the Enlarged Group to attain a more steady and sustainable return from such projects and provide a solid foundation for future development of other mixed-use complex and commercial property projects of the Enlarged Group.

Having regard to the reasons for and benefits of the Acquisition to the Group, the Directors (excluding the independent non-executive Directors) are of the view that the Acquisition is in the interests of the Company and the Shareholders as a whole. The Directors (excluding the independent non-executive Directors) are also of the view that the terms of the Acquisition Agreement, which have been reached after arm’s length negotiations among the parties, are on normal commercial terms, fair and reasonable

and in the interests of the Company and the Shareholders as a whole. The opinions of the independent non-executive Directors, after taking into account the advice from the Independent Financial Adviser, will be set out in the Circular.

RISKS ASSOCIATED WITH THE ACQUISITION

Risks relating to the Acquisition and the financing arrangements

A number of the conditions precedent to Completion as set out in the paragraph headed “Conditions precedent to Completion” in this announcement involve the decisions of third parties, including approvals by the Shareholders at the SGM. As fulfilment of these conditions precedent are not within the control of the parties involved in the Acquisition, there is no assurance that they can be fulfilled and/or the Acquisition will be completed as contemplated.

As at the date of this announcement, the Company had not yet entered into any formal placing arrangement in relation to the potential placing of Shares to institutional and professional investors. The terms and conditions of the Placing(s) have not yet been finalised and the Placing(s) may or may not proceed subject to the then market conditions. Furthermore, there is no assurance that the fund raising and financing arrangements proposed to be conducted by the Company for the settlement of the Consideration will be successfully completed with an aggregate net proceeds of not less than the Consideration. Therefore, the Acquisition may or may not complete, subject to the completion of the fund raising and financing arrangements.

Other risks relating to the business of the Target Group and the Enlarged Group

The risks relating to the business of the Target Group, the Enlarged Group, the business, legal and regulatory environment for property development in the PRC and the general economic, legal and political climate of the PRC will be set out in the Circular.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios of the Acquisition exceed 100%, the Acquisition constitutes a very substantial acquisition of the Company under Chapter 14 of the Listing Rules.

Achieve Bloom is a connected person of the Company by virtue of it being a controlling shareholder of the Company. Each of Sheen Jade, COFCO Land and Magic Grain is an associate of Achieve Bloom and therefore also a connected person of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the approval of the Shareholders at the SGM.

Achieve Bloom (being a direct shareholder of the Company holding 67.03% of the issued share capital of the Company and an associate of Sheen Jade and COFCO Land) and its associates are required to abstain from voting on the relevant resolutions to be proposed at the SGM to approve the Acquisition Agreement and the transactions contemplated thereunder.

CONTINUING CONNECTED TRANSACTIONS

Upon the Company acquiring the Target Group at Completion, any transaction between the Enlarged Group (comprising the Target Group) and COFCO Group (including its associates) will constitute a connected transaction or continuing connected transaction of the Company. It is expected that, upon Completion, certain on-going transactions between the Target Group and the COFCO Group (including its associates) will constitute continuing connected transactions of the Company. The Company may revise the annual caps for some of its continuing connected transactions upon Completion, which are expected to include, among others, the leasing of properties to the COFCO Group, the provision of hotel and property management services by the COFCO Group to the Enlarged Group, and the sourcing of staple supplies and catering services from the COFCO Group. Upon revision of the annual caps, the continuing connected transactions may be subject to the reporting, annual review, announcement and/or the shareholders' approval requirements under Chapter 14A of the Listing Rules.

In addition to the revision of the annual caps in consequent to the Completion, the Company also expects that the Target Group will receive financial assistance from COFCO Group, which includes the Perpetual Loan and certain other borrowings and advances from COFCO Group.

Perpetual loan from COFCO Corporation to COFCO Investment

COFCO Investment is a wholly-owned subsidiary of the Target Group. As the ultimate controlling shareholder of COFCO Investment, COFCO Corporation has been providing shareholder loans to COFCO Investment for its operating costs and business expansion. As at the date of this announcement, an aggregate amount of approximately RMB3,768 million is due from COFCO Investment to COFCO Corporation.

To better manage the shareholder loans provided by COFCO Corporation to COFCO Investment, it is expected that, prior to the Completion, COFCO Investment, COFCO Corporation and an authorised bank in PRC (the "**Entrusted Bank**") shall enter into an entrustment loan agreement (the "**Perpetual Loan Agreement**"), pursuant to which COFCO Corporation shall entrust the Entrusted Bank to lend RMB3,768 million to COFCO Investment (the "**Perpetual Loan**") for the purpose of repaying the existing shareholder loans due from COFCO Investment to COFCO Corporation.

The principle terms of the Perpetual Loan Agreement and the Perpetual Loan are expected to be as follows:

- Purpose:** COFCO Investment shall use the Perpetual Loan to repay the existing shareholder loans in an amount of RMB3,768 million due from COFCO Investment to COFCO Corporation.
- Securities:** Under the Perpetual Loan Agreement, no guarantee of any kind is required to be given by any member of the Target Group (including COFCO Investment) to either COFCO Corporation or the Entrusted Bank for the Perpetual Loan.
- Term:** The Perpetual Loan shall commence from the effective date of the Perpetual Loan Agreement, and shall remain effective until the earlier of the date when COFCO Investment announces the winding up of the company (including the winding up date) or the date when the Perpetual Loan is fully redeemed. Neither COFCO Corporation nor the Entrusted Bank would request for repayment of the principal and accrued interest save and except COFCO Investment elects to repay the principal and accrued interest at its sole discretion.
- Subordination:** The Perpetual Loan is a subordinated loan which shall be subordinated to the other creditors of COFCO Investment.
- Early redemption:** COFCO Investment may, at its sole discretion, elect to repay, in part or in whole, the principal and accrued interest starting from the sixth interest bearing year.
- Conditions precedent:** Completion of the Perpetual Loan Agreement is conditional on the fulfilment of the following conditions precedent: (a) completion of the Acquisition Agreement; and (b) approval by the Shareholders, if applicable.

Interest rate: The initial interest rate of the Perpetual Loan will be agreed and determined by COFCO Investment and COFCO Corporation in the Perpetual Loan Agreement with reference to the then prevailing market interest rate.

The interest rate will be reviewed every five interest-bearing years with reference to the relevant interest rates of treasury bonds with maturity of five years extracted from the China Inter-bank Fixed-rate Treasury Bond Yield Curve published on China Bond website (www.chinabond.com.cn) or other websites recognized by the China Government Securities Depository Trust & Clearing Co., Ltd..

The Perpetual Loan, and other borrowings and advances by the COFCO Group to members of the Target Group, shall constitute financial assistance received by the Enlarged Group from COFCO Group upon Completion. The Perpetual Loan shall commence from the effective date of the Perpetual Loan Agreement, and shall remain effective until the earlier of the date when COFCO Investment announces the winding up of the company (including the winding up date) or the date when the Perpetual Loan is fully repaid. Neither COFCO Corporation nor the Entrusted Bank would have a right to request for repayment of the principal and accrued interest, save and except COFCO Investment elects to repay the principal and accrued interest at its sole discretion. COFCO Investment shall not under any obligations to repay any principal or the interest unless it has sufficient cash resources and it considers the repayment is in the interest of the Enlarged Group and will not materially disrupt the business operation or the financial position of the Enlarged Group.

The Company will publish an announcement pursuant to Chapter 14A of the Listing Rules as soon as practicable after the Board made a decision on the revision of the annual caps and/or enter into the relevant connected transaction agreement(s), and further details of these continuing connected transactions will be included in the Circular.

FUNDING RAISING AND FINANCING ARRANGEMENTS

Subject to the market conditions, the Company plans to conduct a series of external fund raising and financing arrangements, including the Placing(s), debt financings and/or other equity financings, for the settlement of the Consideration.

Subject to market conditions, the Company intends to conduct the Placing(s) to issue and allot new Shares to professional and institutional investors, and to apply the proceeds from the Placing(s) for the whole or partial settlement of the Consideration. The Placing(s), if materialised, is expected to complete simultaneously with the Completion.

The Company considers the Placing(s) an effective method for raising capital to fund the Acquisition and for the Enlarged Group's future operations and project developments, as the Placing(s) will have an effect of broadening the shareholder base and allows the Company to issue Shares to investors who are interested in making an investment in the Enlarged Group. The Board may seek a specific mandate in the SGM for the Directors to issue the placing shares, subject to the terms and conditions of the Placing(s) and the grant of the specific mandate. The Company will publish an announcement as soon as it has entered into a placing agreement(s) or the terms of the Placing(s) are finalised.

The Company currently plans to settle the entire Consideration with the proceeds from the fund raising and financing arrangements to be conducted after the signing of the Acquisition Agreement. In the event that the net proceeds from the above fund raising and financing arrangements are less than the Consideration, but the Company nevertheless decides to proceed with the Completion, the Company plans to satisfy the remaining balance of the Consideration by the internal resources of the Group.

DESPATCH OF CIRCULAR

An Independent Board Committee comprising all independent non-executive Directors has been formed to advise the Shareholders in relation to, among other things, whether the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole and to advise the Shareholders on how to vote (to the extent applicable), taking into account the recommendation of the Independent Financial Adviser. The Company has appointed Somerley Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Shareholders in relation to, among other things, the Acquisition.

The Company expects that a circular containing, among other things, (i) further details of the Acquisition and the Acquisition Agreement; (ii) the recommendation of the Independent Board Committee to the Shareholders; (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders; and (iv) a notice of the SGM, will be despatched to the Shareholders more than 15 business days after the date of this announcement because of the complexity of the Acquisition and the Target Companies involved which require more time to prepare the Circular. The Company will make a further announcement for the

expected date of despatch of the Circular. The Shareholders and potential investors should refer to the Circular for further details of the Acquisition Agreement and the transactions contemplated thereunder.

WARNING

The Acquisition is subject to a number of conditions including approvals by the Shareholders at the SGM, which may or may not be fulfilled. In the event that any of the conditions to the Completion is not fulfilled, the Acquisition Agreement will not become unconditional and the Acquisition will not proceed. The terms and conditions of the Placing(s) have not yet been finalised and the Placing(s) may or may not proceed subject to the then market conditions.

SHAREHOLDERS OF THE COMPANY AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN THEY DEAL OR CONTEMPLATE DEALING IN THE SHARES OR OTHER SECURITIES (IF ANY) OF THE COMPANY.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

2013 Circular	the Company's circular dated 30 November 2013, in relation to the acquisition by the Company of the commercial property portfolio from COFCO Group, which constituted a very substantial acquisition and reverse takeover transaction of the Company
Achieve Bloom	Achieve Bloom Limited (得茂有限公司), a company incorporated in the BVI with limited liability, a controlling shareholder of the Company which as at the date of this announcement held approximately 67.03% of the issued share capital of the Company
Acquisition	the sale and purchase of the Sales Shares and the Shareholder Loans as contemplated under the Acquisition Agreement
Acquisition Agreement	an acquisition agreement dated 12 September 2014 and entered into among the Company, COFCO Land, Sheen Jade and Magic Grain in relation to the Acquisition

Average rental rate	(a) the total rent (inclusive of any turnover rent) of the relevant period divided by (b) the product of (i) the leasable area of that property provided by management records multiplied by the occupancy rate for the relevant periods, and (ii) the number of days in the relevant periods
Average selling price	in relation to any property in any period, (a) revenue recognised from property sales divided by (b) gross floor area sold of that property
Beijing COFCO	Beijing COFCO Plaza Development Co., Ltd. (北京中糧廣場發展有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Beijing Hongtaijiye	Beijing Hongtaijiye Real Estate Co., Ltd.* (北京弘泰基業房地產有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Beijing Kunting Asset Management	Beijing Kunting Asset Management Co., Ltd.* (北京昆庭資產管理有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Board	the board of Directors
BVI	the British Virgin Islands
Call Options	the call options granted by COFCO Corporation to the Company for the acquisition of the Joy City Projects or interests in the respective companies holding such Joy City Projects, further details of which are disclosed in the 2013 Circular
China or PRC	the People's Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

China Native Produce and Animal By-products	China National Native Produce and Animal By-products Import & Export Corporation* (中國土產畜產進出口總公司), a company incorporated in the PRC, a wholly-owned subsidiary of COFCO Corporation
Circular	the circular to be sent to the Shareholders in relation to the SGM containing, among other things, details of the Acquisition
COFCO (HK)	COFCO (Hong Kong) Limited (中糧集團(香港)有限公司), a company incorporated in Hong Kong with limited liability and wholly owned by COFCO Corporation, a controlling shareholder of the Company
COFCO Corporation	COFCO Corporation (中糧集團有限公司), a state-owned enterprise incorporated in the PRC in September 1952 under the purview of the State-owned Assets Supervision and Administration Commission of the State Council, a controlling shareholder of the Company
COFCO Group	COFCO Corporation and its subsidiaries, excluding the Group and the Target Group
COFCO Investment	COFCO Commercial Property Investment Co., Ltd. (中糧置業投資有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
COFCO Land	COFCO Land Limited (中糧置地有限公司), a company incorporated in Hong Kong with limited liability and wholly-owned by Achieve Bloom
COFCO Shanghai	Shanghai COFCO Property Development Co., Ltd.* (上海中糧置業發展有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Company	COFCO Land Holdings Limited, a company incorporated under the laws of Bermuda with limited liability on 23 September 1992, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00207)

Completion	the completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement
Completion Date	the date on which Completion occurs
Consideration	HK\$12,459,785,372, being the consideration for the Acquisition
controlling shareholder(s)	has the meaning given to it under the Listing Rules and in the context of the Company, means Achieve Bloom, COFCO (HK) and COFCO Corporation
Director(s)	director(s) of the Company
Enlarged Group	the Group and the Target Group upon Completion
Fortune Set	Fortune Set Limited (立運有限公司), a company incorporated in the BVI with limited liability, one of the Target Companies
GFA	gross floor area
Group	the Company and its subsidiaries
HK\$	Hong Kong dollars, the lawful currency of Hong Kong
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Imperial City	Imperial City Limited (佑城有限公司), a company incorporated in Hong Kong with limited liability, a member of the Target Group
Independent Board Committee	an independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Lau Hon Chuen, Ambrose, <i>GBS, JP</i> , Mr. Lam Kin Ming, Lawrence and Mr. Wu Kwok Cheung, <i>MH</i> , formed for the purpose of advising the Shareholders in respect of, among other things, the Acquisition

Independent Financial Adviser	Somerley Capital Limited, a corporation licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO, being the independent financial adviser to the Independent Board Committee and the Shareholders in respect of, among other things, the Acquisition
Joy City Shanghai	Joy City (Shanghai) Co., Ltd.* (大悦城(上海)有限責任公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Joy City Project(s)	the mixed-use complex projects which are or are to be developed under the brand of “Joy City (大悦城)” owned by the Target Group, including Beijing Xidan Joy City, Shenyang Joy City, Beijing Chaoyang Joy City, Shanghai Joy City, Tianjin Joy City and Yantai Joy City, the subject of the Acquisition
Joy City Tianjin	Joy City (Tianjin) Co., Ltd.* (大悦城(天津)有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Joy Sincere (HK)	Joy Sincere (Hong Kong) Limited (悅誠(香港)有限公司), a company incorporated in Hong Kong with limited liability, a member of the Target Group
Kersen Properties	Kersen Properties Limited, a company incorporated in the BVI with limited liability, one of the Target Companies
Listing Committee	the Listing Committee of the Stock Exchange
Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Magic Grain	Magic Grain Limited (妙稻有限公司), a company incorporated in the BVI with limited liability and indirectly wholly-owned by COFCO Corporation
Mega Health	Mega Health Limited (兆康有限公司), a company incorporated in the BVI with limited liability, one of the Target Companies

Occupancy rate	<p>(i) in the case of office and retail properties:</p> <p>in relation to any period, (a) the leased area of that property set out in the relevant lease agreements divided by (b) the leasable area of that property</p> <p>(ii) in the case of hotel:</p> <p>in relation to any period, (a) the total number of room nights occupied divided by (b) the total number of room nights available for sale in that period</p>
percentage ratio	any of the five ratios set out in Rule 14.07 of the Listing Rules
Placing(s)	one or more potential share placement(s) to be conducted by the Company, pursuant to which new Shares will be issued to professional and institutional investors
Restructuring	the proposed transfer by Magic Grain of its entire equity interests in Fortune Set to Sheen Jade prior to Completion
REVPAR	revenue per available room, which is calculated by dividing the total hotel room revenue by the total number of room nights available for sale in a given period
RMB	Renminbi, the lawful currency of the PRC
Sale Shares	the entire issued share capital of each of the Target Companies
Savills	Savills Valuation and Professional Services Limited, an independent property valuer appointed by the Company
Sellers	COFCO Land and Sheen Jade

SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
SGM	the special general meeting of the Company to be held for the Shareholders to consider and, if thought fit, approve the Acquisition Agreement and the transactions contemplated thereunder
Shanghai Xinlan	Shanghai Xinlan Real Estate Development Co., Ltd.* (上海新蘭房地產開發有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Shareholder Loans	the shareholder loans of HK\$995,940,574.66 outstanding and owing by the relevant Target Companies to COFCO Land, which comprise (i) shareholder loan of HK\$150,417,365.04 owed by Mega Health to COFCO Land; and (ii) shareholder loan of HK\$845,523,209.62 owed by Kersen Properties to COFCO Land
Shareholder(s)	the holder(s) of the Shares
Share(s)	ordinary share(s) of HK\$0.10 each in the share capital of the Company
Sheen Jade	Sheen Jade Limited (亮翠有限公司), a company incorporated in the BVI with limited liability and indirectly wholly-owned by COFCO (HK)
Shenyang Development	Shenyang Joy City Real Estate Development Co., Ltd.* (瀋陽大悅城房產開發有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Shenyang Gloria Management	Shenyang Gloria Properties Management Co., Ltd.* (瀋陽凱萊物業管理有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group

Shenyang Joycity Commercial Management	Shenyang Joycity Commercial Management Co., Ltd.* (瀋陽大悅城商業管理有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Sino Melody	Sino Melody Limited (華鏗有限公司), a company incorporated in Hong Kong with limited liability, a member of the Target Group
Stock Exchange	The Stock Exchange of Hong Kong Limited
Target Companies	Fortune Set, Mega Health and Kersen Properties, being companies indirectly wholly-owned by COFCO Corporation which hold the Joy City Projects and other businesses, and “Target Company” shall refer to any one of them
Target Group	the Target Companies, their subsidiaries, and the interests in non-controlling companies held by the Target Companies and their subsidiaries, and “a member of the Target Group” shall refer to any of them
Xidan Joy City Co	Xidan Joy City Co., Ltd.* (西單大悅城有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
Yantai Joy City Co	Yantai Joy City Co., Ltd.* (煙台大悅城有限公司), a company incorporated in the PRC with limited liability, a member of the Target Group
%	per cent.

The shareholding of the respective Shareholder in the Company as disclosed in this announcement refers to the percentage shareholding of such Shareholder to the issued share capital of the Company, without taking into account of the non-redeemable convertible preference shares issued by the Company or the potential effect on the shareholding upon conversion of the non-redeemable convertible preference share.

In this announcement, unless the context otherwise requires, the terms “associate(s)”, “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

For the purpose of this announcement, unless the context otherwise requires, conversion of Renminbi into Hong Kong dollars is based on the approximate exchange rate of RMB0.7938 to HK\$1.00. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Hong Kong dollars or Renminbi have been, could have been or may be converted at such or any other rate or at all.

Certain amounts and percentage figures set out in this announcement have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

The English names of Chinese entities marked with “” are translations of their Chinese names and are included in this announcement for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.*

By Order of the Board
COFCO LAND HOLDINGS LIMITED
ZHOU Zheng
Chairman

The PRC, 12 September 2014

As at the date of this announcement, the Board comprises Mr. ZHOU Zheng and Mr. HAN Shi as Executive Directors; Mr. SHI Zhuowei, Mr. MA Jianping, Mr. MA Wangjun and Ms. JIANG Hua as Non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, GBS, JP, Mr. LAM Kin Ming, Lawrence and Mr. WU Kwok Cheung, MH as Independent Non-executive Directors.